

**EXHIBIT B**

**Articles of Incorporation**

**and**

**Certificate of Authority to Transact Business**

**RECEIVED**

JUL 27 1989

MICHIGAN DEPT. OF COMMERCE  
CORPORATION DIVISION

ARTICLES OF INCORPORATION

FOR

CMC TELECOM, INC.

355-052**FILED**

JUL 27 1989

Administrator  
MICHIGAN DEPT. OF COMMERCE  
Corporation & Securities Bureau

These Articles of Incorporation are signed by the Incorporators for the purpose of forming a profit corporation pursuant to the provisions of Act 284, Public Acts of 1972, as follows:

**ARTICLE I**

The name of the Corporation is CMC TELECOM, INC.

**ARTICLE II**

The purpose or purposes for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

**ARTICLE III**

The total authorized capital stock is 50,000 shares no par value common stock.

The powers, preferences, rights, qualifications, limitations, or restrictions imposed upon the stock here authorized are as follows:

The Corporation may refuse to transfer upon its books or issue a new certificate of stock for any transfer of stock occurring within a period of Twenty-Four (24) calendar months from the date of such issue of the certificate being transferred, and involving any issue of such stock for which a registration statement has not been filed with the appropriate state or federal governmental agency.

**ARTICLE IV**

The location and post office address of the first registered office is Suite 132, 32985 Hamilton Court, Farmington Hills, Michigan 48018.

ARTICLE V

The name of the first registered agent is CRAIG CHAMPAGNE.

ARTICLE VI

The name and address of the Incorporator is CRAIG CHAMPAGNE, 24322 Pine Grove Court, Farmington Hills, Michigan 48018.

ARTICLE VII

Any meeting of the stockholders and any meeting of the directors of the Corporation may be held either within or without the State of Michigan, and the books and records of the Corporation may be kept at such place or places outside the State of Michigan as may be designated, at any time, or from time to time, by the Board of Directors, unless otherwise provided by the laws of the State of Michigan; and, meetings held within the State of Michigan need not be held at the registered office of the Corporation.

ARTICLE VIII

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE IX

Elections of directors need not be by ballot.

ARTICLE X

No contract of the corporation made with any director of this Corporation or with a partnership or other group or association of which any such director shall be a member or with any other corporation of which such director may be a member or director and no contract between this Corporation and any other corporation

having common directors shall be invalid because of such facts alone.

#### ARTICLE XI

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director except for liability:

(i) for any breach of the director's duty of loyalty to the corporation or its shareholders,

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(iii) for a violation of Section 551(1) of the Michigan Business Corporation Act, or

(iv) for any transaction from which the director derived an improper personal benefit.

Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director of the corporation existing at the time of such repeal, amendment or other modification for or with respect to any act or omission occurring prior to the time of such repeal, amendment or other modification.

#### ARTICLE XII

The corporation shall indemnify any person who is or was a director or officer of the corporation, or a director or officer of the corporation who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding to the full extent provided by the Michigan Business Corporation Act from time to time in effect. This provision applies to actions, suits or proceedings initiated by any such person only if such action, suit or proceeding was authorized or ratified by the Board of Directors of the corporation unless the action, suit or proceeding was initiated by such person

to enforce his or her rights to indemnification or advancement of expenses under this Article or otherwise. "Proceeding" as used in this Article shall include any proceeding within an action or suit.

#### ARTICLE XIII

Without limiting in any way Article XII of these Articles of Incorporation, above:

(i) Expenses, including attorneys' fees, incurred in defending any civil or criminal action, suit, or proceeding referred to in Article XII, above, (other than an action, suit or proceeding initiated by a person with respect to which indemnification is not mandated by Article XII) shall be paid by the corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advancement to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the corporation. Such undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

(ii) The corporation may, by action of or approval by its Board of Directors, provide indemnification and/or advancement of expenses to employees or agents of the corporation who are not directors or officers in the same manner and to the same extent as such rights are provided to directors and officers pursuant to Articles XI, XII and this Article.

(iii) The indemnification and advancement of expenses provided by or granted pursuant to Article XI, XII and this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under these Articles of Incorporation, the Bylaws of the corporation, contractual agreement, or otherwise by law and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLES OF INCORPORATION  
FOR  
CMC TELECOM, INC.

Page 5

IN WITNESS WHEREOF, we, the undersigned, the Incorporator of the above-named corporation, have hereunto signed these Articles of Incorporation on this Twenty-Sixth day of July, 1989.

  
CRAIG CHAMPAGNE

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9360/0009 93 001 Page 1 of 3

2000-01-25 10:08:56

Cook County Recorder

25.00

File Number 6081-366-3



# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF

CMC TELECOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF MICHIGAN HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 20TH  
day of DECEMBER A.D. 1999 and of  
the Independence of the United States the two  
hundred and 24TH



*Jesse White*

Secretary of State

EX  
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CW

Form **BCA-13.15**  
(Rev. Jan. 1995)APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62758  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

DEC 20 1999

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of State


Date 12-20-99

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved:  100Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to Secretary of State.

1. (a) CORPORATE NAME: CMC TELECOM, INC.

(Complete Item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: MICHIGAN

(b) Date of Incorporation: 7/27/89

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:  
(If none, so state)

28530 ORCHARD LAKE ROAD - STE. 100

FARMINGTON HILLS, MI 48334

NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 221 N. LASALLE STREET, SUITE 616

Number

Street

Suite #

CHICAGO, IL 60601 - COOK COUNTY

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

FL, OH &amp; MI

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President CRAIG CHAMPAGNE	- 28530 ORCHARD LAKE RD, STE 100,	FARMINGTON HILLS,	MI	48334
Secretary SUZANNE WICKETT	- 28530 ORCHARD LAKE RD, STE 100,	FARMINGTON HILLS,	MI	48334
Director CRAIG CHAMPAGNE	- 28530 ORCHARD LAKE RD, STE 100,	FARMINGTON HILLS,	MI	48334
Director				
Director				

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

## RESELLERS OF TELECOMMUNICATIONS SERVICES

## 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	---	without par value	50,000	1,000

9. Paid-in Capital: \$ 1,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 150,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 6,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 100
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ -0-

## 11. Interrogatories: (important - this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 28530 ORCHARD LAKE RD, STE 100
- (b) Number of shares of all classes owned by residents of Illinois: -0-
- (c) Number of shares of all classes owned by non-residents of Illinois: FARMINGTON HILLS, MI 48334
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated MAY 12, 19 99

CMC TELECOM, INC.  
(Exact Name of Corporation)

attested by Stephan M. Thickett  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

SUZANNE M WICKAT SEC  
(Type or Print Name and Title)

CRAIG CHAMPAGNE - PRESIDENT  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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